

# OTOW Wood Shop By-Laws

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## Article 1. General Organization, Purpose, and General Management

### Section 1. Authority

The club is organized as a "Recreational Club" under the auspices of On Top Of The World, Ocala (OTOW) and as such shall comply with all OTOW stipulations for such clubs.

The Wood Shop shall be incorporated and registered with the appropriate governmental authorities as a 501(c)(7) non-profit entity.

### Section 2. Name of the club

The name of the club shall be "OTOW Wood Shop", hereinafter "Wood Shop".

### Section 3. Club Purpose

The Wood Shop is organized as a non-profit (OTOW requirement), recreational, and educational club. It is intended for the membership's practice of personal woodworking skills.

- A. It is not intended that the Wood Shop be used for the production of items for sale or where the scale of use adversely affects the availability of the Wood Shop's equipment, consumption of consumables, or space for use by other members. The Board may restrict a member's use of the facilities should this occur.

### Section 4. By-Laws Purpose

The purpose of this document is to provide a structure for the organization and efficient management and operation of the Wood Shop, to include specifying membership criteria and defining rules and guidelines for the safe operation and maintenance of facilities and equipment.

### Section 5. Document Availability

A copy of the current By-Laws shall be:

- A. Made available in the Wood Shop facilities,
- B. Posted on the Wood Shop's website for viewing and download,
- C. Made available in 'hard copy' to any member who requests such.

### Section 6. Shop Access

Access to the Wood Shop facilities shall be controlled such that it is limited to:

- A. Club members,
- B. OTOW employees and other OTOW authorized personnel.

### Section 7. Insurance

The Wood Shop shall purchase and maintain insurance policies:

- A. Commonly referred to as Directors and Officers insurance, as financial protection for the members serving on the Board.
- B. Commercial Property insurance, with coverage for contents and personal property, at replacement value.

## Section 8. Club Dissolution

In the event of the dissolution of the Wood Shop, the equipment and other material assets of the club will be sold and all financial obligations satisfied, after which the resulting net equity of the Club shall be distributed equally to the then current membership.

## Section 9. Distribution of information

The preferred method of communication with members is via email using a group mailing list.

- A. Members who elect to 'opt out' of receiving group emails will not receive any mass communications from the Wood Shop.

# Article 2. Board Of Directors

## Section 1. Governing Body

The governing body of the Wood Shop shall be a Board of Directors, hereinafter "the Board", which shall consist of:

- 1. Four Officers: President, Vice President, Secretary, and Treasurer,
  - 2. Three At-Large members.
- B. The Board shall be responsible for:
    - 1. The day-to-day operation and management of the wood shop,
    - 2. Receiving, managing, and accounting for the finances of the Wood Shop to include dues, donations, and bequests,
    - 3. Approval of expenditures not otherwise approved by the President or Treasurer,
    - 4. Creating and managing forms to control and record:
      - a) Membership,
      - b) Guest Access,
      - c) Acknowledgment of donations,
    - 5. Planning for, and executing, equipment maintenance, upgrades, and replacement,
    - 6. Planning for, and executing, equipment use demonstrations and other member education programs.
  - B. Board members shall not receive compensation of any kind for services to the Wood Shop.
  - C. The Board is the only official representative of the Wood Shop Club.

## Section 2. Duties common to all Board members

It is expected that all board members:

- A. Be "hands on", putting forth the time and effort required to:
  - 1. Advance the capabilities, maintenance, and operation of the Wood Shop,
  - 2. Develop and implement policies required for the safe and effective administration of the Wood Shop.
- B. Render their comments, expertise, and vote on all matters coming before the Board.

## Section 3. Duties of the President

The President:

- A. Shall preside at all Board and Membership meetings.
- B. Shall appoint the chairperson(s) of all functional committees.
- C. Shall be an ex-officio member of any functional committee.
- D. May approve the expenditure of funds up to \$400 per calendar month.

- E. Shall execute the duties of the Treasurer in their absence.
- F. Communicate with OTOW Management on matters pertaining to Wood Shop operation.
- G. Shall receive and act on requests for long-term project storage.
- H. Shall receive requests for "excessive use" and forward same to the Board via email, for approval by majority vote.
- I. Perform other duties as assigned by the Board.

#### Section 4. Duties of the Vice President

The Vice President shall:

- A. Assume the duties of the President in the absence of the President.
- B. Be an ex-officio member of any functional committee.
- C. Perform other duties as assigned by the President or Board.

#### Section 5. Duties of the Secretary

The Secretary shall:

- A. Record and promptly publish minutes of Board and Membership meetings.
- B. Maintain the administrative records of the Wood Shop to include:
  - 1. Membership Applications
  - 2. An up-to-date membership roster.
  - 3. Guest Agreements, which shall remain on file for at least 1 year.
  - 4. Archival copies of Wood Shop By-Laws.
- B. Coordinate with the Treasurer to ensure proper processing of new member and membership renewal data and funds.
- C. Handle all correspondence for the Wood Shop to include notifications for Board and membership meetings.
- D. Maintain a liaison with the OTOW Point of Contact to ensure member access information is current.
- E. Perform other duties as assigned by the President or Board.

#### Section 6. Duties of the Treasurer

The Treasurer shall:

- A. Have charge of all funds, including:
  - 1. Receiving and depositing dues, donations and other income,
  - 2. Paying all approved expenditures.
- B. Keep a record of all financial transactions.
- C. Present a financial statement at Board meetings and the annual membership meeting.
- D. Have the authority to approve expenditures up to \$200 per calendar month.
- E. At the request of the Board, submit to the Board or an entity of their choosing, i.e., temporary audit committee, financial records for audit at the end of the calendar year or at any time requested by a majority of the Board.
- F. Perform other duties as assigned by the President or Board.

#### Section 7. Duties of At-Large Members

At-Large Members shall:

- A. Participate in meetings of the Board.
- B. Lend comment and expertise to ensure safe and orderly operation of the Wood Shop.
- C. Provide advice and guidance to members using the Wood Shop.
- D. Provide assessment of members' use of the Wood Shop equipment.

- E. Monitor shop activity and take actions as needed to keep it safe, clean, and orderly, by having brief informal discussions with members about their work practices, both positive and negative.
- F. Perform other duties as assigned by the President or Board.

Section 8. Terms of office

- A. The President, Vice President, Secretary, and Treasurer shall serve a one-year term.
- B. At-Large Members shall serve a two-year term.
- C. All may be reelected.
- D. Any Board member vacancy will be filled by a suitable candidate nominated by the Board and approved by a four (4) vote majority of the Board, except that a vacancy with less than three months left in its term may be left unfilled until the next annual meeting. Such appointments shall be for the remainder of the term.

Section 9. Removal from office

Any Board member can, for failure to perform their duties, be removed from office by a vote of at least four Board members.

Section 10. Elections at Annual Meeting

- A. Board members shall:
  - 1. Be elected at the Annual Membership Meeting,
  - 2. Assume office immediately following the annual meeting.
- B. At the 2023 Annual Membership Meeting, in order to establish staggered terms, At-Large member elections shall be for one position with a term of 1 year and two with a term of two years.
- C. Slate of Officers for election.
  - 1. Two weeks prior to the annual membership meeting, the membership shall be polled by the Secretary to determine if any member wishes to:
    - a) Have their name added to the slate, or
    - b) Nominate another member to the slate.
  - 2. Members wishing to serve must be present at the annual meeting, except in special circumstances which prevent their attendance, e.g., family emergency or sudden illness.
  - 3. Members wishing to serve will provide to the secretary two weeks prior to the annual meeting a biography outlining why the candidate is the best fit for the position. This should include the members qualifying experiences, the members motivation and goals for being on the board as well as other information the candidate deems pertinent.
    - a) Candidates should also outline to the membership their ability to successfully execute the duties as described in the bylaws for the position, especially those who travel extensively or are away for long periods of time.
- B. Election
  - 1. A candidate shall be elected by a majority vote of voting members.
  - 2. For each position under consideration:
    - a) If a candidate is unopposed, the presiding officer shall:
      - i) Ascertain if there is any opposition to election by show of hands vote,
      - ii) If not, call for a show of hands vote,
      - iii) If there is, call for a written ballot.
    - b) For all positions except the two year At-Large positions, if there is more than one candidate, election shall be by written ballot.

In the event of a tie vote, a second written ballot shall be conducted.

In the event of a second tie, balloting will be suspended and the position shall remain unfilled.

c) For the two-year Member-At-Large positions:

i. If the number of candidates is less than or equal to the number of positions, election shall be as in D2a above.

ii. Otherwise, election shall be by written ballot with members casting a ballot for up to the number of nominees.

The candidates with the highest number of 'Yea' votes shall be elected. In the event of a tie vote, a second written ballot for the tied nominees shall be taken. If the tie is not broken, the position shall remain unfilled and the two nominees' names will be submitted to the membership for an electronic ballot.

## 2. Unfilled positions

a) When a position is left unfilled, either by a lack of candidates or a failed vote, the position shall remain unfilled until such time as:

i) A polling of the members for candidates is conducted by the Secretary and,

ii) An electronic ballot of the membership is conducted.

b) Up to two polling and ballot cycles shall be conducted. If a position remains unfilled after a second ballot, the Board shall appoint a member to the position under the provisions of Article 2, Section 8, Paragraph D. The appointment shall be for the remainder of the term.

## Section 11. Board Meetings

A. Meetings of the Board shall be held as often as required and at a time and place determined by the Board.

B. The Secretary shall strive to announce the agenda to the Board and to the general membership at least one week before scheduled meetings.

C. Board meetings may be held without notice to the general membership to address issues requiring immediate attention. Said meetings may be held in person or electronically.

D. Meeting minutes will be promptly published for all meetings.

E. Wood Shop members may attend Board meetings and may request the opportunity to address the Board at a scheduled Board meeting and the Board will honor such requests, when practical. Members may request of the Secretary the addition of an agenda item for the next scheduled Board meeting.

F. A quorum of not less than 4 Board members shall be required to conduct business.

## Article 3. By-Laws Change

### Section 1. Revisions

The By-Laws may be revised:

A. At the annual membership meeting. Proposed changes must be submitted, in writing, to the Secretary at least 14 days in advance of the membership meeting so they may be published and distributed to the membership at least 10 days prior to the meeting.

B. At any time, provided the proposed change is endorsed by at least twenty members and submitted, in writing, to the Secretary. If a proposed change is received by the Secretary more than 21 days prior to the next Annual Membership Meeting, an electronic vote for the change shall be conducted.

C. Changes may be recommended by a majority vote of the Board. If made more than 21 days prior to the next Annual Membership Meeting, an electronic vote for the change shall be conducted.

## Section 2. Change approval

A proposed change shall be approved if the following conditions are met:

- A. The 'Yea' votes total at least 20 percent of the total membership at the time of the vote and,
- B. The number of 'Yea' votes is greater than the number of 'Nay' votes.

## Article 4. Electronic Voting

In the event an electronic vote by the membership is required, it shall be conducted as follows:

- A. The Secretary shall dispatch an email to the membership.
- B. Votes received on or before ten days after the email is sent shall be valid.
- C. A vote shall be approved if:
  - 1. The total number of 'Yea' votes is at least 20 percent of the membership on file at the time the email was dispatched.
  - 2. The number of 'Yea' votes exceeds the number of 'Nay' votes received.

## Article 5. Membership and Dues

### Section 1. Membership

Membership in the Wood Shop is available to:

- 1. Residents of the OTOW, Ocala, FL, community who possess a resident or guest ID card, or
- 2. Holders of a "Gateway Services" card, e.g., Indigo residents.
- B. Non-discrimination. Membership in the Wood Shop shall not be limited on the basis of race, color or religion (creed).
- C. A person whose membership has been previously terminated under provisions of Article 5, Section 5, Paragraph C shall not be eligible for membership for a period of not less than one year from the termination date. Furthermore, the person must make a written request to the Secretary, who shall present said request to the Board for consideration. Approval shall require unanimous vote of the Board.
- D. A prospective member shall become a member upon:
  - 1. Attending a Shop Orientation,
  - 2. Agreeing to abide by the Wood Shop By-Laws and Rules,
  - 3. Executing a Membership Application, and
  - 4. Paying annual dues.
- B. Membership shall be in effect for a calendar year and must be renewed, usually in December, for the following calendar year, by executing a Membership Application and paying annual dues.

### Section 2. Responsibility

Upon becoming a member of the Wood Shop, a member assumes full responsibility for their safety while in the Wood Shop.

- A. The Wood Shop, its individual members, and Board members have no responsibility for the proper operation of tools, machines, etc. by a member, or for any injuries or other liabilities which may result from any member's actions while in the Wood Shop premises.

### Section 3. Annual dues

Membership dues shall be set by a majority vote of members present at the annual meeting.

1. The dues for members joining in the last three months of the year i.e, Oct-Dec, shall be one-half the annual dues.
- B. Second member of the household. One additional person living at the same residence of a member is eligible for a full, voting membership at one-half the current dues amount.
- C. Other than item D, below, no portion of dues will be refunded for members who have their membership terminated or are unable or unwilling to continue use of the Wood Shop for any reason.
- D. In exceptional circumstances, and upon a written request for a refund, the Board may approve a prorated refund of membership dues.

### Section 4. Assessments

During Wood Shop operations it may become necessary to require additional assessments to generate funds for a specific need.

- A. After the Board approves the need for an assessment, its implementation shall be approved by a majority vote of the members at a called special membership meeting or by electronic membership vote (email).

### Section 5. Disciplinary Actions

- A. Membership shall be terminated immediately for a member who no longer meets residency criteria as stated in the By-Laws Article 5, Section 1, Paragraph A.
- B. Disciplinary action may be considered by the Board, on a case-by-case basis, for persistent or intentional violation of the By-Laws or Rules. Such action may include issuance of a written warning, suspension of shop privileges, or, after 1 prior written warning, membership termination.
- C. Membership may be terminated, without prior warning, for:
  1. Undesirable conduct, e.g., safety violations, verbal or physical abuse of another member, or
  2. Substantiated theft of shop equipment or supplies, (Where theft constitutes the removal of Shop equipment or supplies without authorization or evidence to the Board of an intent to not return items to the Shop.)
  3. Non-payment of a special assessment.
- B. In the case of suspension or termination, the Board's actions shall be communicated to the offender in writing and delivered via certified, return receipt, mail.

### Section 6. Capability Assessment

The Board, when it has cause to question the capability of a member or prospective member to safely work in and/or operate the Wood Shop's equipment, such as a table saw, lathe, or band saw, reserves the right to require an assessment of that member's capability for the safe, unsupervised operation of power tools.

The member being assessed:

- A. May not use the wood shop until a positive opinion is provided to, and accepted by, the Board,
- B. Is responsible for identifying a suitable, licensed or qualified individual to perform the assessment. That individual must be accepted by the Board prior to the assessment, and
- C. Is responsible for payment of any financial obligations associated with the assessment.

## Article 6. Membership Meetings

### Section 1. Annual Membership Meeting

An annual meeting of the membership shall be held each year with a timing target of the first half of December. The time and place of the meeting shall be announced through a notice within the shop and contact with the membership by email at least 10 days prior to the meeting date.

- A. The Secretary will strive to notify membership of the agenda at least one week prior to the meeting.
- B. Members may request additions to the agenda up to the date of the meeting.

### Section 2. Special Membership Meeting

Special meetings of the membership may be held at any time at the direction of the Board or upon the presentation to the Board of a written request for such a meeting signed by at least ten (10) members. Without undue delay, the Board shall set a date for the special meeting and the membership shall be notified at least ten (10) days prior to the meeting.

### Section 3. Voting Members

Only persons with a current membership will be allowed to vote at a membership meeting.

### Section 4. Quorum

Fifteen percent of the membership in good standing at the time of the meeting shall constitute a quorum for the transaction of business at all membership meetings.

## Article 7. Functional Committees

### Section 1. Establishment

The president shall establish committees necessary to ensure the safe and viable operation of the Wood Shop and shall appoint a Chairperson(s) for each.

### Section 2. Chairperson Duties

The Chairperson of a committee:

- A. Shall, in concert with the President and Board, develop and maintain procedures and documentation pertinent to the committee's operation to ensure viable performance of the committee's duties and effect a smooth transition when the committee's membership changes.
- B. May enlist help from the general membership, as required, to carry out the duties of the committee.

## Article 8. Rules and Policies

### Section 1. Provision

Under the provisions of Article 2, Section 1, Paragraph B1, the Board shall establish and publish:

- A. Rules to maintain a safe working environment and provide guidance for the safe use of tools and equipment.
- B. Policies to govern administrative procedures.
- C. Rules and Policies shall, in no way, contradict or conflict with the provisions of the By-Laws.

### Section 2. Distribution

Changes shall be distributed to the membership via email.

- A. A copy of the current Rules and Policies shall be:

1. Made available in the Wood Shop facilities,
2. Posted on the Wood Shop's website for viewing and download,
3. Made available in 'hard copy' to any member who requests such.

Section 3. Appeal of Rules.

Rules may be appealed at any time provided a proposed change is endorsed by at least twenty members and submitted in writing to the Secretary. The proposed change will then be submitted to the membership, in accordance with Article 4, Electronic Voting, unless the submission is received within 14 days of the next scheduled Annual Membership Meeting, in which case, it shall be presented as an agenda item at that meeting.

Section 4. Appeal of Policies

A member may submit, in writing, to the Secretary an appeal of, or change to, a Policy. The submission will be considered by the board at its next meeting.